Amendments to the Claims:

Please cancel claims 71-73.

New claims 78-87 have been added.

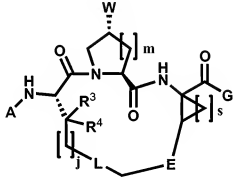
Claims 1, 18, 27, 30, 36, 41, 50, 55, and 62 have been amended.

The Claim Listing below will replace all prior versions of the claims in the application:

Claim Listing:

What is claimed is:

1. (Currently amended) A compound having the Formula I or a pharmaceutically acceptable salt, ester or prodrug thereof:



wherein:

A is selected from the group consisting of H, - (C=O)-R^2, -(C=O)-O-R^1 , -C(=O)-NH-R^2, -C(=S)-NH-R^2, $-S(O)_2-R^2$, -(C=NR^1)-R^1, and -(C=NR^1)-NH-R^1 ;

G is selected from the group consisting of -OH, -O-(C_1-C_{12} alkyl), -$NHS(O)_2$ -R^1, -(C=O)-R^1, -(C=O)-O-R^1, and –(C=O)-NH-R^1;

L is selected from the group consisting of absent, -S-, $-SCH_2-$, $-SCH_2CH_2-$, $-S(O)_2-$, $-S(O)_2CH_2CH_2-$, -S(O)-, $-S(O)CH_2CH_2-$, -O-, $-OCH_2-$, $-OCH_2CH_2-$, -(C=O)-CH_2-, $-CH(CH_3)CH_2-$, $-CFHCH_2-$, $-CF_2CH_2-$, and $-CR_x=CR_x-$ where R_x = H or halogen;

j is 0, 1, 2, 3, or 4;

m is 0, 1, or 2;

s is 0, 1 or 2;

R^1 is selected form the group consisting of H, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, substituted C_3-C_{12} cycloalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, and substituted heterocycloalkyl;

R^2 is selected from the group consisting of H, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, alkylamino, dialkylamino, arylamino, diarylamino, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, and substituted heterocycloalkyl;

R^3 and R^4 are each independently selected from the group consisting of hydrogen, OH, CH_3, CN, SH, halogen, NO_2, NH_2, amide, methoxy, trifluoromethoxy, and trifluoromethyl;

E is selected from –CH=CH- or $–CH_2–CH_2–$; and

W is a substituted or unsubstituted heterocyclic ring system; wherein the radical being joined to the rest of the molecule via a ring atom.

2. (Original) A compound according to claim 1 wherein W is substituted with one or more substituents, each of said substituents being independently selected from any of (a), (b), (c), (d) and (e):

(a) alkenyl; alkoxy; alkoxyalkyl; alkyl; alkylamino; alkylaryl; alkylsulfonyl; alkynyl; amide; amido optionally mono-substituted with C_1-C_6 alkyl; aryl; arylalkanoylalkyl; arylalkyl; arylaminoalkyl; aryloxyalkyl; arylsulfonyl; cycloalkoxy; cycloalkyl; dialkylamino; dialkylaminoalkyl; diarylaminoalkyl; haloalkyl; heteroaryl; heteroarylalkyl; heterocyclo; heterocycloalkyl; heterocycloalkylalkyl; thioalkyl; monoalkylaminoalkyl; sulfonyl; (lower alkyl)sulfonyl; haloalkyl; carboxyl; amide; (lower alkyl)amide; heterocyclo optionally substituted with C_1-C_6 alkyl; perhaloalkyl; sulfonyl; thioalkyl; urea, $C(=O)-R^{11}$; $OC(=O)R^{11}$; $C(=O)O-R^{11}$; $C(=O)N(R^{11})_2$; $C(=S)N(R^{11})_2$; SO_2R^{11}; $NHS(O_2)R^{11}$; $N(R^{12})_2$; $N(R^{12})C(=O)R^{11}$;

wherein each of the foregoing can be optionally be substituted with up to three groups selected from halogen, OH, alkoxy, perhaloalkyl;

(b) C_7-C_{14} aralkyl; C_2-C_7cycloalkyl; C_6-C_{10} aryl; heterocyclo; (lower alkyl)-heterocyclo;

wherein each aralkyl, cycloalkyl, aryl, heterocyclo or (lower alkyl)-heterocyclo may be optionally substituted with R^6, where R^6 is halogen, C_1-C_6 alkyl, C_3-C_6 cycloalkyl, C_1-C_6

alkoxy, C_3-C_6 cycloalkoxy, NO_2, $N(R^7)_2$, NH-C(O)-R^7 or NH-C(O)-NHR^7; where R^7 is H, C_1-C_6 alkyl or C_3-C_6 cycloalkyl;

or R^6 is NH-C(O)-OR^8 where R^8 is C_1-C_6 alkyl or C_3-C_6 cycloalkyl;

(c) $N(R^5)_2$, NH-C(O)-R^5, or NH-C(O)-NH-R^5 where R^5 is independently H, C_1-C_6 alkyl or C_3-C_6 cycloalkyl, C_6 or C_{10} aryl, C_7-C_{14} aralkyl, heterocyclo or (lower alkyl)-heterocyclo;

(d) NH-C(O)-OR^8 where R^8 is C_1-C_6 alkyl or C_3-C_6 cycloalkyl;

(e) formyl; halogen;, hydroxy; NO_2; OH; SH; halo; CN;

wherein each R^{11} is independently H, OH, alkyl, alkenyl, alkynyl, perhaloalkyl, alkoxy, aryl, arylalkyl, alkylaryl, heterocyclo, heterocycloalkyl, alkylsulfonyl, arylsulfonyl, heteroaryl, heteroarylalkyl, arylalkanoylalkyl, heterocycloalkylalkyl aryloxyalkyl, alkylamino, dialkylamino, monoalkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, wherein any of the foregoing can be optionally be substituted with up to three groups selected from halogen, OH, alkoxy and perhaloalkyl; and

each R^{12} is independently H, formyl, alkyl, alkenyl, alkynyl, perhaloalkyl, alkoxy, aryl, arylalkyl, alkylaryl, heterocyclo, heterocycloalkyl, alkylsulfonyl, arylsulfonyl, heteroarylalkyl, heteroaryl, arylalkanoylalkyl, heterocycloalkylalkyl aryloxyalkyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, or diarylaminoalkyl, wherein any of the foregoing can be optionally be substituted with up to three groups selected from halogen, OH, alkoxy and perhaloalkyl.

3. (Original) The compound of claim 1 wherein W is selected from the group consisting of:

(a) an aliphatic heteromonocyclic, heterobicyclic or heterotricyclic ring system having from five to sixteen ring atoms and up to four ring hetero atoms selected from O, N and S, wherein said ring system is optionally substituted with up to three ring substituents selected from the group consisting of OH, CN, halogen, formyl, R^{10} and R^{11}; and

(b) an aromatic heteromonocyclic, heterobicyclic or heterotricyclic ring system having from five to sixteen ring atoms and up to four ring hetero atoms selected from O, N and S, wherein said ring system is optionally substituted with up to three ring substituents selected from the group consisting of OH, CN, halogen, formyl, and R^{10};

wherein:

each R^{10} is independently alkyl, alkenyl, alkynyl, perhaloalkyl, alkoxy, aryl, arylalkyl, alkylaryl, heterocyclo, heterocycloalkyl, alkylsulfonyl, arylsulfonyl, heretoaryl, heteroarylalkyl, arylalkanoylalkyl, heterocycloalkylalkyl aryloxyalkyl, alkylamino, dialkylamino, monoalkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, heteroaryl or urea, wherein any of the foregoing can be optionally be substituted with up to three groups selected from halogen, OH, alkoxy and perhaloalkyl; $C(=O)-R^{11}$, $OC(=O)R^{11}$, $C(=O)O-R^{11}$, $C(=O)N(R^{11})_2$, $C(=S)N(R^{11})_2$, SO_2R^{11}, $NHS(O_2)R^{11}$, $N(R^{12})_2$, and $N(R^{12})C(=O)R^{11}$;

each R^{11} is independently H, OH, alkyl, alkenyl, alkynyl, perhaloalkyl, alkoxy, aryl, arylalkyl, alkylaryl, heterocyclo, heterocycloalkyl, alkylsulfonyl, arylsulfonyl, heteroaryl, heteroarylalkyl, arylalkanoylalkyl, heterocycloalkylalkyl aryloxyalkyl, alkylamino, dialkylamino, monoalkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, wherein any of the foregoing can be optionally be substituted with up to three groups selected from halogen, OH, alkoxy and perhaloalkyl;

each R^{12} is independently H, formyl, alkyl, alkenyl, alkynyl, perhaloalkyl, alkoxy, aryl, arylalkyl, alkylaryl, heterocyclo, heterocycloalkyl, alkylsulfonyl, arylsulfonyl, heteroarylalkyl, heteroaryl, arylalkanoylalkyl, heterocycloalkylalkyl aryloxyalkyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, or diarylaminoalkyl, wherein any of the foregoing can be optionally be substituted with up to three groups selected from halogen, OH, alkoxy and perhaloalkyl.

4. (Original) The compound of claim 3 wherein W is an aliphatic heteromonocyclic, heterobicyclic or heterotricyclic ring system having from five to sixteen ring atoms and up to four ring hetero atoms selected from O, N and S, wherein said ring system is optionally substituted with up to three ring substituents selected from the group consisting of OH, CN, halogen, formyl, R_{10} and R_{11}.

5. (Original) The compound of claim 3 wherein W is an aliphatic heteromonocyclic ring system having from five to seven ring atoms and up to four ring hetero atoms selected from O, N and S, wherein said ring system is optionally substituted with up to three ring substituents selected from the group consisting of OH, CN, halogen, formyl, R^{10} and R^{11}.

6. (Original) The compound of claim 5 herein said optionally substituted aliphatic heteromonocyclic ring system has five ring atoms and 1 or 2 ring hetero atoms selected from O, N and S.

7. (Original) The compound of claim 6 wherein said optionally substituted aliphatic heteromonocyclic ring system is selected from the group consisting of pyrrolidines, pyrazolidines, pyrrolines, tetrahydrothiophenes, dihydrothiophenes, tetrahydrofurans, dihydrofurans, imidazolines, tetrahydroimidazoles, dihydropyrazoles, tetrahydropyrazoles, and oxazolines.

8. (Original) The compound of claim 5 wherein said optionally substituted aliphatic heteromonocyclic ring system has six ring atoms and 1 or 2 ring hetero atoms selected from O, N and S.

9. (Original) The compound of claim 8 wherein said optionally substituted aliphatic heteromonocyclic ring system is selected from the group consisting of pyridines, piperidines, dihydropyridines, tetrahydropyridines, dihydropyrans, tetrahydropyrans, dioxanes, piperazines, dihydropyrimidines, tetrahydropyrimidines, perhydro pyrimidine, morpholine, thioxane, and thiomorpholine.

10. (Original) The compound of claim 5 wherein said optionally substituted aliphatic heteromonocyclic ring system has seven ring atoms and 1 or 2 ring hetero atoms selected from O, N and S.

11. (Original) The compound of claim 8 wherein said optionally substituted aliphatic heteromonocyclic ring system is selected from the group consisting of hexamethyleneimine, and hexamethylenesulfide.

12. (Original) The compound of claim 3 wherein W is an aliphatic heterobicyclic ring

system having from five to sixteen ring atoms and up to four ring hetero atoms selected from O, N and S, wherein said ring system is optionally substituted with up to three ring substituents selected from the group consisting of OH, CN, halogen, formyl and R_{10}.

13. (Original) The compound of claim 12 wherein said optionally substituted aliphatic heterobicyclic ring system has eight to twelve ring atoms and 1 to 4 ring hetero atoms selected from O, N and S.

14. (Original) The compound of claim 13 wherein said optionally substituted aliphatic heterobicyclic ring system eight to twelve ring atoms and 1 or 2 ring hetero atoms selected from O and N.

15. (Original) The compound of claim 3 wherein W is an aromatic heteromonocyclic, heterobicyclic or heterotricyclic ring system having from five to sixteen ring atoms and up to four ring hetero atoms selected from O, N and S, wherein said ring system is optionally substituted with up to three ring substituents selected from the group consisting of OH, CN, halogen, formyl and R_{10}.

16. (Original) The compound of claim 3 wherein W is an aromatic heteromonocyclic ring system having from five to seven ring atoms and up to four ring hetero atoms selected from O, N and S, wherein said ring system is optionally substituted with up to three ring substituents selected from the group consisting of OH, CN, halogen, formyl and R_{10}.

17. (Original) The compound of claim 15 wherein said optionally substituted aromatic heteromonocyclic ring system has five ring atoms and 1 or 2 ring hetero atoms selected from O, N and S.

18. (Currently amended) The compound of claim [[17]]1 wherein said optionally substituted aromatic heteromonocyclic ring system is selected from the group consisting of pyrroles, pyrazoles, porphyrins, furans, thiophenes, pyrazoles, imidazoles, oxazoles, oxadiazoles,

isoxazoles, thiazoles, thiadiazoles, and isothiazoles.

19. (Original) The compound of claim 16 wherein said optionally substituted aromatic heteromonocyclic ring system has six ring atoms and 1, 2 or 3 ring hetero atoms selected from O, N and S.

20. (Original) The compound of claim 19 wherein said optionally substituted aromatic heteromonocyclic ring system is selected from the group consisting of pyridines, pyrimidines, pyrazines, pyrans, and triazines.

21. (Original) The compound of claim 16 wherein said optionally substituted aromatic heteromonocyclic ring system has five ring atoms and 3 or 4 ring hetero atoms selected from O, N and S.

22. (Original) The compound of claim 21 wherein said optionally substituted aromatic heteromonocyclic ring system is triazolyl or tetrazolyl.

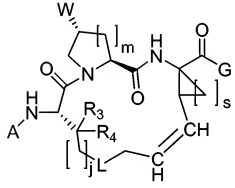
23. (Original) The compound of claim 3 wherein W is an aromatic heterobicyclic ring system having from eight to twelve ring atoms and up to four ring hetero atoms selected from O, N and S, wherein said ring system is optionally substituted with up to three ring substituents selected from the group consisting of OH, CN, halogen, formyl and R_{10}.

24. (Original) The compound of claim 23 wherein said optionally substituted aromatic heterobicyclic ring system is selected from the group consisting of adenines, azabenzimidazoles, azaindoles, benzimidazoles, benzo isothiazoles, benzofurans, benzoisoxazoles, benzooxazoles, benzothiadiazoles, benzothiazoles, benzothienes, benzothiophenes, benzoxazoles, carbazoles, cinnolines, guanines, imidazopyridines, indazoles, indoles, isoindoles, isoquinolines, phthalazines, purines, pyrrolo pyridines, quinazolines, quinolines, quinoxalines, thianaphthenes, and xanthines.

25. (Original) The compound of claim 3 wherein W is an aromatic heterotricyclic ring system having from ten to sixteen ring atoms and up to four ring hetero atoms selected from O, N and S, wherein said ring system is optionally substituted with up to three ring substituents selected from the group consisting of OH, CN, halogen, formyl, R_{10} and R_{11}.

26. (Original) The compound of claim 25 wherein said optionally substituted aromatic heterotricyclic ring system is selected from the group consisting of carbazoles, bibenzofurans, psoralens, dibenzothiophenes, phenazines, thianthrenes, phenanthrolines, phenanthridines.

27. (Currently amended) A compound of Formula II or a pharmaceutically acceptable salt, ester or prodrug thereof:



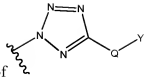
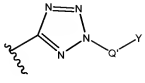
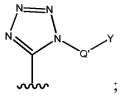
Formula II

Wherein:

A is selected from the group consisting of H, -(C=O)-R^2, -(C=O)-O-R^1, -C(=O)-NH-R^1, -C(=S)-NH-R^2, –$S(O)_2$-R^2, -(C=NR^1)-R^1, and -(C=NR^1)-NH-R^1;

G is selected from the group consisting of -OH, -O-(C_1-C_{12} alkyl), -NHS$(O)_2$-R^1, -(C=O)-R^2, -(C=O)-O-R^1, and -(C=O)-NH-R^2;

L is selected from the group consisting of absent, -S-, -SCH_2-, -SCH_2CH_2-, -$S(O)_2$-, -$S(O)_2CH_2CH_2$-, -S(O)-, -$S(O)CH_2CH_2$-, -O-, -OCH_2-, -OCH_2CH_2-, -(C=O)-CH_2-, -$CH(CH_3)CH_2$-, -$CFHCH_2$-, –CF_2CH_2-, and –CR_x=CR_x- where R_x = H or halogen;

W is selected from the group consisting of  ,  ,  , and  ;

Q is selected from the group consisting of absent, $-CH_2-$, -O-, -NH-, $-N(R^1)-$, -S-, $-S(O)_2-$, and -(C=O)-;

Q' is selected from the group consisting of absent, $-CH_2-$, and -NH-;

Y is selected from the group consisting of H, C_1-C_6 alkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, and substituted heterocycloalkyl;

j = 0, 1, 2, 3, or 4;

m = 0, 1, or 2;

s = 0,1 or 2;

R^1 is selected from the group consisting of H, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, substituted C_3-C_{12} cycloalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, and substituted heterocycloalkyl;

R^2 is selected from the group consisting of H, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, substituted C_3-C_{12} cycloalkyl, alkylamino, dialkyl amino, arylamino, diarylamino, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, and substituted heterocycloalkyl; and

R^3 and R^4 are each independently selected from the group consisting of hydrogen and methyl.

28. (Original) A compound according to claim 27, wherein:

A is $-(C=O)-O-R^1$;

G is hydroxyl;

L is absent;

j = 3;

m = s = 1; and

R^3 and R^4 are hydrogen.

29. (Original) A compound according to claim 27, wherein:

A is -(C=O)-O-*tert*-butyl;

G is hydroxyl;

L is absent;

j = 3;

m = s = 1; and

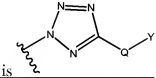
R^3 and R^4 are hydrogen.

30. (Currently amended) A compound according to claim 27, wherein:

A is -(C=O)-O-R^1,

G is hydroxyl;

L is absent;



W is

j = 3;

m = s = 1; and

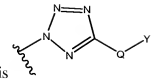
R^3 and R^4 are hydrogen.

31. (Original) A compound according to claim 27, wherein:

A is -(C=O)-O-*tert*-butyl;

G is hydroxyl;

L is absent;



W is

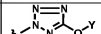
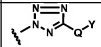
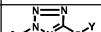
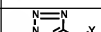
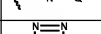
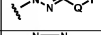
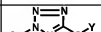
j = 3;

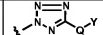
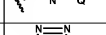
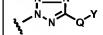
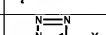
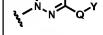
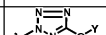
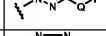
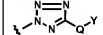
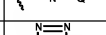
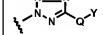
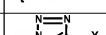
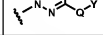
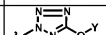
m = s = 1; and

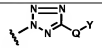
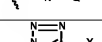
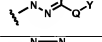
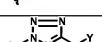
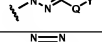
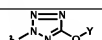
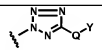
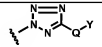
R^3 and R^4 are hydrogen.

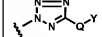
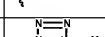
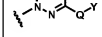
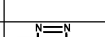
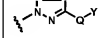
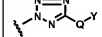
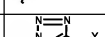
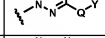
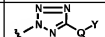
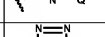
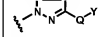
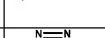
32. (Original) A compound according to claim 27 which is selected from the group consisting of:

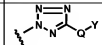
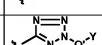
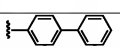
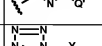
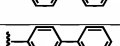
j = 3; m=s=1; and						
A	**G**	**L**	**W**	**Q**	**Y**	**R^3, R^4**
tBOC	OH	absent		absent	phenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	2-bromophenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-bromophenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	4-bromophenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	5-Bromo-2-thienyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	2-bromo-4-pyridyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	2-biphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-biphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	4-biphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-(3-thienyl)phenyl	$R^3 = R^4 = H$;

j = 3; m=s=1; and						
A	**G**	**L**	**W**	**Q**	**Y**	**R^3, R^4**
tBOC	OH	absent		absent	3-(p-trifluoromethoxyphenyl)phenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-(p-cyanophenyl)phenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	4-(3-thienyl)phenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		= absent	4-(p-trifluoromethoxyphenyl)phenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	4-(p-cyanophenyl)phenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	5-phenyl-2-thienyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	5-phenyl-3-pyridyl	$R^3 = R^4 = H$;
tBOC	OEt	absent		absent	3-chloro-4-hydroxyphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-chloro-4-hydroxyphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-bromo-4-hydroxyphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	2-methyl-4-bromophenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-methyl-4-bromophenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	n-propyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	n-butyl	$R^3 = R^4 = H$;

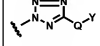
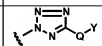
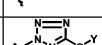
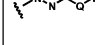
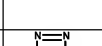
j = 3; m=s=1; and						
A	**G**	**L**	**W**	**Q**	**Y**	**R^3, R^4**
tBOC	OH	absent		absent	4-ethoxyphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	4-propoxyphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	4-butoxyphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-methoxyphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3, 4-dimethoxyphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	4-methoxy-1-naphthyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	4-phenoxyphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	benzyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	p-phenylbenzyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-chlorophenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-fluorophenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-methoxyphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-phenoxyphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-benzyloxyphenyl	$R^3 = R^4 = H$;

j = 3; m=s=1; and						
A	**G**	**L**	**W**	**Q**	**Y**	**R^3, R^4**
tBOC	OH	absent		absent	3-trifluormethylphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	4-bromophenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	4-fluorophenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	4-methoxyphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	4-ethoxyphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	4-trifluoromethylphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3,5-di(trifluoromethyl)phenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	4-(N, N-dimethylamino)-3, 5-di(trifluoromethyl)phenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	2, 4-dichlorophenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3, 5-dichlorophenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3, 4-dichlorophenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	2-pyridyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	2-pyridyl	$R^3 = R^4 = H$;

j = 3; m=s=1; and						
A	**G**	**L**	**W**	**Q**	**Y**	**R^3, R^4**
tBOC	OH	absent		absent	3-pyridyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	4-pyridyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	4-methoxy-3-bromophenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	4-(methylcyclopropane)phenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-chloro-4-(methylcyclopropane)phenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-chloro-4-methoxyphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-chloro-4-ethoxyphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-bromo-4-ethoxyphenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-chloro-4-(2-hydroxyethoxy)phenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-bromo-4-(2-hydroxyethoxy)phenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-chloro-4-(O-allyl)phenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-bromo-4-(O-allyl)phenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		absent	3-chloro-4-(O-CH_2SCH_3)phenyl	$R^3 = R^4 = H$;

j = 3; m=s=1; and						
A	**G**	**L**	**W**	**Q**	**Y**	**R^3, R^4**
tBOC	OH	absent		absent	3-chloro-4-(O-CH_2SCH_3)phenyl	$R^3 = R^4 = H$;
tBOC	OH	absent		wherein Q' = $-CH_2-$		$R^3 = R^4 = H$; and
tBOC	OH	absent		wherein Q' = $-CH_2-$		$R^3 = R^4 = H$.

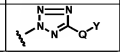
33. (Original) A compound according to claim 27 which is selected from the group consisting of:

j=3; m=s=1; and						
A	**G**	**L**	**W**	**Q**	**Y**	**R^3 , R^4**
$-(C=O)-O-R^1$ wherein R^1 = cyclopentyl	OH	absent		absent	phenyl	$R^3 = R^4 = H$;
$-(C=O)-O-R^1$ wherein R^1 = cyclobutyl	OH	absent		absent	phenyl	$R^3 = R^4 = H$;
wherein A = $-(C=O)-O-R^1$ wherein R^1 = cyclohexyl	OH	absent		absent	phenyl	$R^3 = R^4 = H$;
wherein A = $-(C=O)-O-R^1$ wherein R^1 = 	OH	absent		absent	phenyl	$R^3 = R^4 = H$;
wherein A = $-(C=O)-O-R^1$ wherein R^1 = 	OH	absent		absent	phenyl	$R^3 = R^4 = H$; and

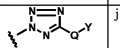
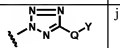
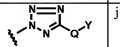
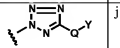
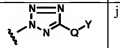
j=3; m=s=1; and						
A	**G**	**L**	**W**	**Q**	**Y**	**R^3, R^4**
wherein A = –(C=O)–O–R1 wherein R1 = 	OH	absent		absent	phenyl	R3 = R4 = H

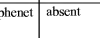
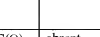
34. (Original) A compound according to claim 27 which 'is selected from the group consisting of:

m=s=1; and								
A	**G**	**L**	**W**	**Q**	**Y**	**j**	**m, s**	**R^3, R^4**
tBOC	OH	–(C=O)CH_2–		absent	phenyl	1	m = s = 1	R^3 = R^4 = H;
tBOC	OH	–$CH(CH_3)CH_2$–		absent	phenyl	1	m = s = 1	R^3 = methyl, R^4 = H
tBOC	OH	–O–		absent	phenyl	0	m = s = 1	R^3 = methyl, R^4 = H
tBOC	OH	–S–		absent	phenyl	0	m = s = 1	R^3 = methyl, R^4 = H
tBOC	OH	–S(O)–		absent	phenyl	0	m = s = 1	R^3 = methyl, R^4 = H;
tBOC	OH	–$S(O)_2$–		absent	phenyl	0	m = s = 1	R^3 = methyl, R^4 = H
tBOC	OH	–SCH_2CH_2–		absent	phenyl	0	m = s = 1	R^3 = R^4 = CH_3;

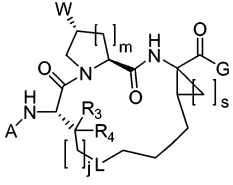
m=s=1; and								
A	**G**	**L**	**W**	**Q**	**Y**	**j**	**m, s**	**R^3, R^4**
tBOC	OH	$-CF_2CH_2-$		absent	phenyl	1	m = s = 1	R^3 = R^4 = H; and
tBOC	OH	$-CFHCH_2-$		absent	phenyl	1	m = s = 1	$R^3 = R^4 = H$

35. (Original) A compound according to claim 27 which is selected from the group consisting of:

A	**G**	**L**	**W**	**j**	**m, s**	**R3, R4**
$-(C=O)-O-R^1$ R^1 = cyclopentyl	–O–phenethyl	absent	 Q = absent Y = phenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
$-(C=O)-O-R^1$ R^1 = cyclopentyl	–NH–phenethyl	absent	 Q = absent Y = phenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
$-(C=O)-O-R^1$ R^1 = cyclopentyl	–NHS(O)$_2$–phenethyl	absent	 Q = absent Y = phenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
$-(C=O)-O-R^1$ R^1 = cyclopentyl	–(C=O)–OH	absent	 Q = absent Y = phenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
$-(C=O)-O-R^1$ R^1 = cyclopentyl	–(C=O)–O–phenethyl	absent	 Q = absent Y = phenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;

A	G	L	W	j	m, s	R3, R4
–(C=O)–O–R^1 R^1 = cyclopentyl	–(C=O)–NH–phenethyl	absent	 Q = absent Y = phenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
–(C=O)–O–R^1 R^1 = cyclopentyl	–(C=O)–NH–$S(O)_2$–benzyl	absent	 Q = absent Y = phenyl	j = 3	m = s = 1	$R^3 = R^4 = H$.

36. (Currently amended) A compound of Formula III or a pharmaceutically acceptable salt, ester or prodrug thereof:



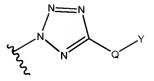
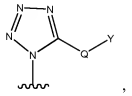
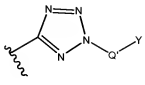
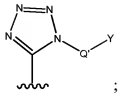
Formula III

wherein

A is selected from the group consisting of H, -(C=O)-R^2, -(C=O)-O-R^1, -C(=O)-NH-R^2, -C(=S)-NH-R^2 , –$S(O)_2$-R^2, -(C=NR^1)-R^1, and -(C=NR^1)-NH-R^1;

G is selected from the group consisting of -OH, -O-(C_1-C_{12} alkyl), -NHS$(O)_2$-R^1, -(C=O)-R^2, -(C=O)-O-R^1, and -(C=O)-NH-R^2;

L is selected from the group consisting of absent, -S-, -SCH_2-, -SCH_2CH_2-, -$S(O)_2$-, -$S(O)_2CH_2CH_2$-, -S(O)-, -S(O)CH_2CH_2-, -O-, -OCH_2-, -OCH_2CH_2-, -(C=O)-CH_2-, -$CH(CH_3)CH_2$-, -$CFHCH_2$- , –CF_2CH_2-, and –CR_x=CR_x- where R_x = H or halogen;

W is selected from the group consisting of  ,  ,  , and  ;

Q is selected from the group consisting of absent, $-CH_2-$, -O-, -NH-, $-N(R^1)-$, -S-, $-S(O)_2-$, and -(C=O)-;

Q' is selected from the group consisting of absent, $-CH_2-$, and -NH-;

Y is selected from the group consisting of H, C_1-C_6 alkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, and substituted heterocycloalkyl;

j = 0, 1, 2, 3, or 4;

m = 0, 1, or 2;

s = 0,1 or 2;

R^1 is selected from the group consisting of H, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, substituted C_3-C_{12} cycloalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, and substituted heterocycloalkyl;

R^2 is selected from the group consisting of H, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, substituted C_3-C_{12} cycloalkyl, alkylamino, dialkyl amino, arylamino, diarylamino, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, and substituted heterocycloalkyl; and

R^3 and R^4 are each independently selected from the group consisting of hydrogen and methyl.

37. (Original) A compound according to claim 36, wherein:

A is $-(C=O)-O-R^1$;

G is hydroxyl;

L is absent;

j = 3;

m = s = 1; and

R^3 and R^4 are hydrogen.

38. (Original) A compound according to claim 36, wherein:

A is -(C=O)-O-*tert*-butyl;

G is hydroxyl;

L is absent;

j = 3;

m = s = 1; and

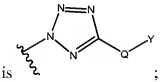
R^3 and R^4 are hydrogen.

39. (Original) A compound according to claim 36, wherein:

A is -(C=O)-O-R^1;

G is hydroxyl;

L is absent;

W is 

;

j = 3;

m = s = 1; and

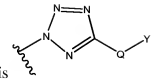
R^3 and R^4 are hydrogen.

40. (Original) A compound according to claim 36, wherein:

A is -(C=O)-O-*tert*-butyl;

G is hydroxyl;

L is absent;



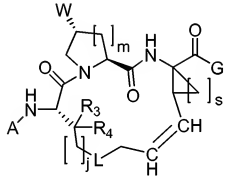
W is

j = 3;

m = s = 1; and

R^3 and R^4 are hydrogen.

41. (Currently Amended) A compound of Formula II or a pharmaceutically acceptable salt, ester or prodrug thereof:



Formula II

wherein

A is selected from the group consisting of H, -(C=O)-R^2, -(C=O)-O-R^1, -C(=O)-NH-R^2, -C(=S)-NH-R^2 , –$S(O)_2$-R^2, -(C=NR^1)-R^1, and -(C=NR^1)-NH-R^1;

G is selected from the group consisting of -OH, -O-(C_1-C_{12} alkyl), -NHS$(O)_2$-R^1, -(C=O)-R^2, -(C=O)-O-R^1, and -(C=O)-NH-R^2;

L is selected from the group consisting of absent, -S-, -SCH_2-, -SCH_2CH_2-, -$S(O)_2$-, -$S(O)_2CH_2CH_2$-, -S(O)-, -S(O)CH_2CH_2-, -O-, -OCH_2-, -OCH_2CH_2-, -(C=O)-CH_2-, -$CH(CH_3)CH_2$-, -$CFHCH_2$-, -CF_2CH_2-, and –CR_x=CR_x- where R_x = H or halogen;

W is selected from the group consisting of  and  , where

X and Y are independently selected from the group consisting of H, halogen, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, -CH_2-alkylamino, -CH_2-dialkylamino, -CH_2-arylamino, -CH_2-diarylamino, -(C=O)-alkylamino, -(C=O)-dialkylamino, -(C=O)-arylamino, -(C=O)-diarylamino, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, and substituted heterocycloalkyl; in the alternative, X and Y taken together with the carbon atoms occupying the 4 and 5 positions of the triazole ring, to which X and Y are attached, for a cyclic moiety selected from the group consisting of aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

j = 0, 1, 2, 3, or 4;

m = 0, 1, or 2;

s = 0, 1 or 2;

R^1 is selected from the group consisting of H, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, substituted C_3-C_{12} cycloalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, and substituted heterocycloalkyl;

R^2 is selected from the group consisting of H, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, substituted C_3-C_{12} cycloalkyl, alkylamino, dialkyl amino, arylamino, diarylamino, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, and substituted heterocycloalkyl; and

R^3 and R^4 are each independently selected from the group consisting of hydrogen and methyl.

42. (Original) A compound according to claim 41, wherein:

A is -(C=O)-O-R^1;

G is hydroxyl;

L is absent;

j = 3;

m=s=1; and

R^3 and R^4 are hydrogen.

43. (Original) A compound according to claim 41, wherein:

A is -(C=O)-O-*tert*-butyl;

G is hydroxyl;

L is absent;

j = 3;

m = s = 1; and

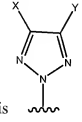
R^3 and R^4 are hydrogen.

44. (Original) A compound according to claim 41, wherein:

A is -(C=O)-O-R^1,

G is hydroxyl;

L is absent;



W is

j = 3;

m = s = 1; and

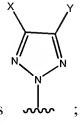
R^3 and R^4 are hydrogen.

45. (Original) A compound according to claim 41, wherein:

A is -(C=O)-O-*tert*-butyl;

G is hydroxyl;

L is absent;



W is ;

J = 3;

M = s = 1; and

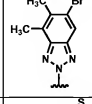
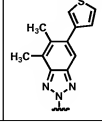
R^3 and R^4 are hydrogen.

46. (Original) A compound according to claim 41 which is selected from the group consisting of:

A	G	L	W	J	m, s	R^3, R^4
tBOC	OH	absent	 X = Y = phenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
tBOC	OH	absent	 X = Y = phenyl	j = 3	m = s = 1	$R^3 = R^4 = H$.
tBOC	OH	absent	 X = n-propyl Y = phenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
tBOC	OH	absent	 X = m-methoxyphenyl Y = p-methoxyphenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
tBOC	OH	absent	 X = m-bromophenyl Y = p-methoxyphenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;

A	G	L	W	J	m, s	R^3, R^4
tBOC	OH	absent	 X = 1-napthyl Y = p-methoxyphenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
tBOC	OH	absent	 X = 2-thicnyl Y = p-methoxyphenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
tBOC	OH	absent	 X = 3-thicnyl Y = p-methoxyphenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
tBOC	OH	absent	 X = 4-pyrazolyl Y = p-methoxyphenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
tBOC	OH	absent	 X = 3-pyridyl Y = p-methoxyphenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
tBOC	OH	absent	 X = 2-pyridyl Y = p-methoxyphenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;

A	G	L	W	J	m, s	R^3, R^4
tBOC	OH	absent	 X = 2-thiazolyl Y = p-methoxyphenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
tBOC	OH	absent	 X = benzyl Y = phenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
tBOC	OH	absent	 X = n-butyl Y = phenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
tBOC	OH	absent	 X = n-propyl Y = n-propyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
tBOC	OH	absent	 X = 4-(N,N-dimethylamino)phenyl Y = phenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
tBOC	OH	absent	 X = (N, N-diethylamino)methyl Y = phenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;

A	G	L	W	J	m, s	R^3, R^4
tBOC	OH	absent	 X = N, N-diethylaminocarbonyl Y = phenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
tBOC	OH	absent	 X = m-chlorophenyl Y = 4-ethoxyphenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
tBOC	OH	absent	 X = 2-phenylethenyl Y = phenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
tBOC	OH	absent	benzotriazole	j = 3	m = s = 1	$R^3 = R^4 = H$;
tBOC	OH	absent	5, 6-methylbenzotriazole	j = 3	m = s = 1	$R^3 = R^4 = H$; and
tBOC	OH	absent	 X = N-ethylaminocarbonyl Y = phenyl	j = 3	m = s = 1	$R^3 = R^4 = H$;
tBOC	OH	absent		j = 3	m = s = 1	$R^3 = R^4 = H$;
tBOC	OH	absent		j = 3	m = s = 1	$R^3 = R^4 = H$; and

A	G	L	W	J	m, s	R^3, R^4
tBOC	OH	absent		j = 3	m = s = 1	$R^3 = R^4 = H$.

47. (Original) A compound according to claim 41 which is selected from the group consisting of:

A	G	L	W	J	m, s	R^3, R^4
–(C=O)–O–R^1 wherein R^1 = cyclopentyl	OH	absent	 X = phenyl Y = phenyl	3	m = s = 1	$R^3 = R^4$ = H;
–(C=O)–O–R^1 wherein R^1 = cyclobutyl	OH	absent	 X = phenyl Y = phenyl	3	m = s = 1	$R^3 = R^4$ = H;
–(C=O)–O–R^1 wherein R^1 = cyclohexyl	OH	absent	 X = phenyl Y = phenyl	3	m = s = 1	$R^3 = R^4$ = H;
–(C=O)–O–R^1 wherein R^1 = 	OH	absent	 X = phenyl Y = phenyl	3	m = s = 1	$R^3 = R^4$ = H;
–(C=O)–O–R^1 wherein R^1 = 	OH	absent	 X = phenyl Y = phenyl	3	m = s = 1	$R^3 = R^4$ = H; and
–(C=O)–O–R^1 wherein R^1 = 	OH	absent	 X = phenyl Y = phenyl	3	m = s = 1	$R^3 = R^4$ = H.

48. (Original) A compound according to claim 41 which is selected from the group

consisting of:

A	G	L	W	J	m, s	R^3, R^4
tBOC	OH	–(C=O)CH_2–	 X = phenyl Y = phenyl	1	m = s = 1	$R^3 = R^4 = H$;
tBOC	OH	–$CH(CH_3)CH_2$–	 X = phenyl Y = phenyl	1	m = s = 1	R^3 = methyl $R^4 = H$;
tBOC	OH	–O–	 X = phenyl Y = phenyl	0	m = s = 1	R^3 = methyl $R^4 = H$;
tBOC	OH	–S–	 X = phenyl Y = phenyl	0	m = s = 1	R^3 = methyl $R^4 = H$;
tBOC	OH	–S(O)–	 X = phenyl Y = phenyl	2	m = s = 1	R^3 = methyl $R^4 = H$;
tBOC	OH	–$S(O)_2$–	 X = phenyl Y = phenyl	2	m = s = 1	R^3 = methyl $R^4 = H$;

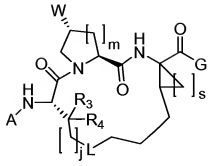
A	G	L	W	J	m, s	R^3 , R^4
tBOC	OH	$-SCH_2CH_2-$	 X = phenyl Y = phenyl	0	m = s = 1	$R^3 = R^4 = CH_3$;
tBOC	OH	$-CF_2CH_2-$	 X = phenyl Y = phenyl	1	m = s = 1	$R^3 = R^4 = H$; and
tBOC	OH	$-CFHCH_2-$	 X = phenyl Y = phenyl	1	m = s = 1	$R^3 = R^4 = H$.

49. (Original) A compound according to claim 41 which is selected from the group consisting of:

A	G	L	W	J	m, s	R3 , R4
$-(C=O)-O-R^1$ R^1 = cyclopentyl	–O–phenethyl	absent	 X = phenyl Y = phenyl	3	m = s = 1	and R3 = R4 = H;
$-(C=O)-O-R^1$ R^1 = cyclopentyl	–NH–phenethyl	absent	 X = phenyl Y = phenyl	3	m = s = 1	and R3 = R4 = H;

A	G	L	W	J	m, s	R3 , R4
–(C=O)–O–R^1 R^1 = cyclopentyl	–$NHS(O)_2$–phenethyl	absent	 X = phenyl Y = phenyl	3	m = s = 1	and R3 = R4 = H;
–(C=O)–O–R^1 R^1 = cyclopentyl	–(C=O)–OH	absent	X = phenyl Y = phenyl	3	m = s = 1	and and R^3 = R^4 = H;
–(C=O)–O–R^1 R^1 = cyclopentyl	–(C=O)–O–phenethyl	absent	X = phenyl Y = phenyl	3	m = s = 1	and R^3 = R^4 = H;
–(C=O)–O–R^1 R^1 = cyclopentyl	–(C=O)–NH–phenethyl	absent	X = phenyl Y = phenyl	3	m = s = 1	and R^3 = R^4 = H; and
–(C=O)–O–R^1 R^1 = cyclopentyl	–(C=O)–NH–$S(O)_2$–benzyl	absent	 X = phenyl Y = phenyl	3	m = s = 1	and R^3 = R^4 = H.

50. (Currently amended) A compound of Formula III or a pharmaceutically acceptable salt, ester or prodrug thereof:



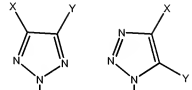
Formula III

wherein

A is selected from the group consisting of H, -(C=O)-R^2, -(C=O)-O-R^1, -C(=O)-NH-R^2, -C(=S)-NH-R^2 , –$S(O)_2$-R^2, -(C=NR^1)-R^1, and -(C=NR^1)-NH-R^1;

G is selected from the group consisting of -OH, -O-(C_1-C_{12} alkyl), -NHS$(O)_2$-R^1, -(C=O)-R^2, -(C=O)-O-R^1, and -(C=O)-NH-R^2;

L is selected from the group consisting of absent, -S-, -SCH_2-, -SCH_2CH_2-, -$S(O)_2$-, -$S(O)_2$CH2CH2-, -O-, -OCH_2-, -OCH_2CH_2-, -(C=O)-CH_2-, -$CH(CH_3)CH_2$-, -CFHCH$_2$- , –CF_2CH_2-, and –CR_x=CR_x- where R_x = H or halogen;



W is selected from the group consisting of and , where X and Y are independently selected from the group consisting of H, halogen, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, -CH_2-alkylamino, -CH_2-dialkylamino, -CH_2-arylamino, -CH_2-diarylamino, -(C=O)-alkylamino, -(C=O)-dialkylamino, -(C=O)-arylamino, -(C=O)-diarylamino, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, and substituted heterocycloalkyl; in the alternative, X and Y taken together with the carbon atoms occupying the 4 and 5 positions of the triazole ring, to which X and Y are attached, for a cyclic moiety selected from the group consisting of aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

j = 0, 1, 2, 3, or 4;

m = 0, 1, or 2;

s = 0, 1 or 2;

R^1 is selected from the group consisting of H, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, substituted C_3-C_{12} cycloalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, and substituted heterocycloalkyl;

R^2 is selected from the group consisting of H, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, substituted C_3-C_{12} cycloalkyl, alkylamino, dialkyl amino, arylamino, diarylamino, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, and substituted heterocycloalkyl; and

R^3 and R^4 are each independently selected from the group consisting of hydrogen and methyl.

51. (Original) A compound according to claim 50, wherein:

A is -(C=O)-O-R^1;

G is hydroxyl;

L is absent;

j = 3;

m = s = 1; and

R^3 and R^4 are hydrogen.

52. (Original) A compound according to claim 50, wherein:

A is -(C=O)-O-*tert*-butyl;

G is hydroxyl;

L is absent;

j = 3;

m = s = 1; and

R^3 and R^4 are hydrogen.

53. (Original) A compound according to claim 50, wherein:

A is -(C=O)-O-R^1,

G is hydroxyl;

L is absent;

W is

j = 3;

m = s = 1; and

R^3 and R^4 are hydrogen.

54. (Original) A compound according to claim 50, wherein:

A is -(C=O)-O-*tert*-butyl;

G is hydroxyl;

L is absent;

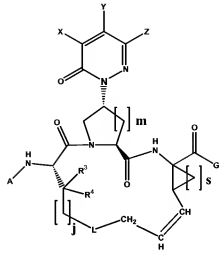
W is ;

j = 3;

m = s = 1; and

R^3 and R^4 are hydrogen.

55. (Currenlty amended) A compound of Formula IV or a pharmaceutically acceptable salt, ester or prodrug thereof:



(IV)

wherein

A is hydrogen, -(C=O)-R^1 , -(C=O)-O-R^1, -C(=O)-NH-R^2 , -C(=S)-NH-R^2, –$S(O)_2$-R^2, -(C=NR^1)-R^1, or -(C=NR^1)-NH-R^1;

G is -OH, -O-(C_1-C_{12} alkyl), -NHS$(O)_2$-R^1, -(C=O)-R^2, -(C=O)-O-R^1, or -(C=O)-NH-R^2;

L is -S-, -SCH_2-, -SCH_2CH_2-, -$S(O)^2$-, -$S(O)^2CH^2CH^2$-, -S(O)-, -$S(O)CH_2CH_2$-, -O-, -OCH_2-, -OCH_2CH_2-, -(C=O)-CH_2-, -$CH(CH_3)CH_2$-, -$CFHCH_2$- –CF_2CH_2-, or –CR_x=CR_x- where R_x = H or halogen;

X, Y, and Z are independently selected from the group consisting of hydrogen, N_3, halogen, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, alkylamino, dialkylamino, C_1-C_6 alkynyl, substituted alkynyl, aryl, substituted aryl, -S-aryl, -S-substituted aryl, -O-aryl, -O-substituted aryl, NH-aryl, NH-substituted aryl, diarylamino, diheteroarylamino, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, -S-heteroaryl, -S-substituted heteroaryl, -O-heteroaryl, -O-substituted heteroaryl, -NH-heteroaryl, -NH-substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, and substituted heterocycloalkyl; or,

in the alternative, X and Y or Y and Z taken together with the carbon atoms to which they are attached form an aryl, substituted aryl, heteroaryl, or substituted heteroaryl cyclic moiety;

j = 0, 1, 2, 3, or 4;

m = 0, 1, or 2;

s = 0, 1 or 2;

R^1 is hydrogen, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, substituted C_3-C_{12} cycloalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, or substituted heterocycloalkyl;

R^2 is hydrogen, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, substituted C_3-C_{12} cycloalkyl, alkylamino, dialkyl amino, arylamino, diarylamino, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, or substituted heterocycloalkyl; and

R^3 and R^4 are each independently hydrogen or methyl.

56. (Original) A compound according to claim 55, wherein:

A is -(C=O)-O-R^1;

G is hydroxyl;

L is absent;

j = 3;

m = s = 1; and

R^3 and R^4 are hydrogen.

57. (Original) A compound according to claim 55, wherein:

A is -(C=O)-O-*tert*-butyl;

G is hydroxyl;

L is absent;

j = 3;

m = s = 1; and

R^3 and R^4 are hydrogen.

58. (Original) A compound according to claim 55 which is selected from the group consisting of:

A	G	L	X, Y	Z	j	m, s	R^3, R^4

A	G	L	X, Y	Z	j	m, s	R^3, R^4
tBOC	OEt	absent	X = Y = bromo	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OEt	absent	X = Y = thiophen-3-yl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X = Y = thiophen-3-yl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X = Y = phenyl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X = Y = 4-(N, N-dimethylamino)phenyl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X = Y = 4-(trifluoromethoxy)phenyl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X = Y = 4-(methanesulfonyl)phenyl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X = Y = 4-(cyano)phenyl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X = Y = 3-pyridyl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X = Y = 4-(morpholin-4-yl-methanonyl)phenyl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X = Y = bromo	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X and Y taken together = phenyl	4-methoxyphenyl	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X and Y taken together = phenyl	4-chlorophenyl	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X = 4-fluorophenyl Y = hydrogen	phenyl	3	m = s = 1	R^3 = R^4 = hydrogen;

A	G	L	X, Y	Z	j	m, s	R^3, R^4
tBOC	OH	absent	Y = 1-piperidyl	phenyl	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OEt	absent	X = hydrogen Y = bromo	phenyl	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X = hydrogen Y = thiophen-3-yl	phenyl	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OEt	absent	X = bromo Y = pyrrolid-1-yl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X = thiophen-3-yl Y = pyrrolid-1-yl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OEt	absent	X = bromo Y = azido	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OEt	absent	X = thiophen-3-yl Y = azido	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X = thiophen-3-yl Y = azido	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X = thiophen-3-yl Y = tetrazol-2-yl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X = Y = mercapto−2−pryrimidine	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X = bromo Y = mercapto−2−pryrimidine	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X = thiophen-3-yl Y = mercapto−2−pryrimidine	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X = Y = thiazol-2-yl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X = Y = imidazol-1-yl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;

A	G	L	X, Y	Z	j	m, s	R^3, R^4
tBOC	OH	absent	X = 2-(cyclopropylamino)-thiazol-4-yl Y = 4-methoxyphenyl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
tBOC	OH	absent	X and Y taken together = 6-methoxy-isoquinolinyl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen

59. (Original) A compound according to claim 55 which is selected from the group consisting of:

A	G	L	X, Y	Z	j	m, s	R^3, R^4
–(C=O)–O–R^1 wherein R^1 = cyclopentyl	OH	absent	X = thiophen-3-yl Y = thiophen-3-yl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
–(C=O)–O–R^1 wherein R^1 = cyclobutyl	OH	absent	X = thiophen-3-yl Y = thiophen-3-yl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
–(C=O)–O–R^1 wherein R^1 = cyclohexyl	OH	absent	X = thiophen-3-yl Y = thiophen-3-yl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
–(C=O)–O–R^1 wherein R^1 = 	OH	absent	X = thiophen-3-yl Y = thiophen-3-yl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
–(C=O)–O–R^1 wherein R^1 = 	OH	absent	X = thiophen-3-yl Y = thiophen-3-yl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen; and
–(C=O)–O–R^1 wherein R^1 = 	OH	absent	X = thiophen-3-yl Y = thiophen-3-yl	hydrogen	3	m = s = 1	R^3 =R^4 = hydrogen.

60. (Original) A compound according to claim 55 which is selected from the group consisting of:

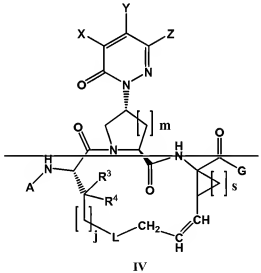
A	G	L	X	Y	Z	j	m, s	R^3, R^4
tBOC	OH	–(C=O)CH_2–	thiophen-3-yl	thiophen-3-yl	hydrogen	1	m = s = 1	and R^3 = R^4 = hydrogen;
tBOC	OH	–$CH(CH_3)CH_2$–	thiophen-3-yl	thiophen-3-yl	hydrogen	1	m = s = 1	R^3 = methyl and R^4 = hydrogen;
tBOC	OH	–O–	thiophen-3-yl	thiophen-3-yl	hydrogen	0	m = s = 1	R^3 = methyl and R^4 = hydrogen;
tBOC	OH	–S–	thiophen-3-yl	thiophen-3-yl	hydrogen	0	m = s = 1	R^3 = methyl and R^4 = hydrogen;
tBOC	OH	–S(O)–	thiophen-3-yl	thiophen-3-yl	hydrogen	2	m = s = 1	R^3 = methyl and R^4 = hydrogen;
tBOC	OH	–$S(O)_2$–	thiophen-3-yl	thiophen-3-yl	hydrogen	2	m = s = 1	R^3 = methyl and R^4 = hydrogen;
tBOC	OH	–SCH_2CH_2–	thiophen-3-yl	thiophen-3-yl	hydrogen	0	m = s = 1	and R^3 = R^4 = CH_3;
tBOC	OH	–CF_2CH_2–	thiophen-3-yl	thiophen-3-yl	hydrogen	1	m = s = 1	and R^3 = R^4 = hydrogen; and
tBOC	OH	–$CFHCH_2$–	thiophen-3-yl	thiophen-3-yl	hydrogen	1	m = s = 1	and R^3 = R^4 = hydrogen.

61. (Original) A compound according to claim 55 which is selected from the group consisting of:

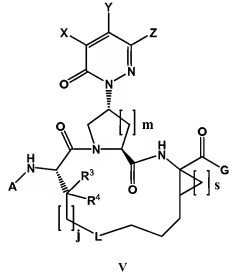
A	G	L	X	Y	Z	j	m, s	R^3, R^4
–(C=O)–O–R^1 R^1 = cyclopentyl	–O–phenethyl	absent	thiophen-3-yl	thiophen-3-yl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
–(C=O)–O–R^1 R^1 = cyclopentyl	–NH–phenethyl	absent	thiophen-3-yl	thiophen-3-yl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;

A	G	L	X	Y	Z	j	m, s	R^3, R^4
–(C=O)–O–R^1 R^1 = cyclopentyl	–NHS(O)$_2$–phenethyl	absent	thiophen-3-yl	thiophen-3-yl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
–(C=O)–O–R^1 R^1 = cyclopentyl	–(C=O)–OH	absent	thiophen-3-yl	thiophen-3-yl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
–(C=O)–O–R^1 R^1 = cyclopentyl	–(C=O)–O–phenethyl	absent	thiophen-3-yl	thiophen-3-yl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen;
–(C=O)–O–R^1 R^1 = cyclopentyl	–(C=O)–NH–phenethyl	absent	thiophen-3-yl	thiophen-3-yl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen; and
–(C=O)–O–R^1 R^1 = cyclopentyl	–(C=O)–NH–S(O)$_2$–benzyl	absent	thiophen-3-yl	thiophen-3-yl	hydrogen	3	m = s = 1	R^3 = R^4 = hydrogen.

62. (Currently amended) A compound of Formula [[I]]V or a pharmaceutically acceptable salt, ester or prodrug thereof:



IV



V

wherein

A is hydrogen, -(C=O)-R^1 , -(C=O)-O-R^1, -C(=O)-NH-R^2 , -C(=S)-NH-R^2 , or –S(O)$_2$-R^2, -(C=NR^1)-R^1, or -(C=NR^1)-NH-R^1;

G is -OH, -O-(C_1-C_{12} alkyl), -NHS(O)$_2$-R^1, -(C=O)-R^2, -(C=O)-O-R^1, or -(C=O)-NH-R^2;

L is absent, -S-, -SCH^2-, -SCH$_2$CH$_2$-, -S(O)$_2$-, -S(O)$_2$CH$_2$CH$_2$-, -S(O)-, -S(O)CH$_2$CH$_2$-, -O-, -OCH$_2$-, -OCH$_2$CH$_2$-, -(C=O)-CH$_2$-, -CH(CH$_3$)CH$_2$-, -CFHCH$_2$-, –CF$_2$CH$_2$-, or –CR$_x$=CR$_x$-

where R_x = H or halogen -;

X, Y, and Z are independently selected from the group consisting of hydrogen, N_3, halogen, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, alkylamino, dialkylamino, C_1-C_6 alkynyl, substituted alkynyl, aryl, substituted aryl, -S-aryl, -S-substituted aryl, -O-aryl, -O-substituted aryl, NH-aryl, NH-substituted aryl, diarylamino, diheteroarylamino, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, -S-heteroaryl, -S-substituted heteroaryl, -O-heteroaryl, -O-substituted heteroaryl, -NH-heteroaryl, -NH-substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, and substituted heterocycloalkyl; or,

in the alternative, X and Y or Y and Z taken together with the carbon atoms to which they are attached form an aryl, substituted aryl, heteroaryl, and substituted heteroaryl cyclic moiety;

j = 0, 1, 2, 3, or 4;

m = 0, 1, or 2;

s = 0, 1 or 2;

R^1 is hydrogen, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, substituted C_3-C_{12} cycloalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, or substituted heterocycloalkyl;

R^2 is hydrogen, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, substituted C_3-C_{12} cycloalkyl, alkylamino, dialkyl amino, arylamino, diarylamino, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, or substituted heterocycloalkyl; and

R^3 and R^4 are each independently hydrogen or methyl.

63. (Original) A compound according to claim 62, wherein:

A is -(C=O)-O-R^1;

G is hydroxyl;

L is absent;

j = 3;

m = s = 1; and

R^3 and R^4 are hydrogen.

64. (Original) A compound according to claim 62, wherein:

A is -(C=O)-O-*tert*-butyl;

G is hydroxyl;

L is absent;

j = 3;

m = s = 1; and

R^3 and R^4 are hydrogen.

65. (Original) A pharmaceutical composition comprising an anti-hepatitis C virally effective amount of a compound according to claim 1, 27, 36, 41, 50, 55, or 62, or a pharmaceutically acceptable salt, ester, or prodrug thereof, in combination with a pharmaceutically acceptable carrier or excipient.

66. (Original) A method of treating a hepatitis C viral infection in a subject, comprising administering to the subject an anti-hepatitis C virally effective amount of a pharmaceutical composition according to claim 65.

67. (Original) A method of inhibiting the replication of hepatitis C virus, the method comprising supplying a hepatitis C viral NS3 protease inhibitory amount of the pharmaceutical composition of claim 65.

68. (Original) The method of claim 66 further comprising administering concurrently an additional anti-hepatitis C virus agent.

69. (Original) The method of claim 68, wherein said additional anti-hepatitis C virus agent is selected from the group consisting of α-interferon, β-interferon, ribavarin, and adamantine.

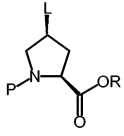
70. (Original) The method of claim 68, wherein said additional anti-hepatitis C virus agent is an inhibitor of other targets in the hepatitis C virus life cycle which is selected from the group consisting of helicase, polymerase, metal loprotease, and IRES.

71. (Canceled)

72. (Canceled)

73. (Canceled)

74. (Original) A method for making a compound of Formula I in claim 1, comprising the steps of: (i) reacting a proline derivative of formula VI:



VI

wherein,

P is a nitrogen-protecting group;

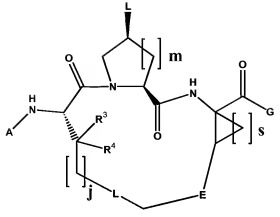
L is a leaving group;

R is optionally substituted alkyl, optionally substituted aralkyl, or optionally substituted heteroaralkyl;

with a nucleophilic heterocyclic compound; and (ii) converting the resulting compound to a compound of Formula I in claim 1.

75. (Original) A method for making a compound of Formula I in claim 1, comprising the steps of: (i) reacting a compound of formula VII:

Formula VII



wherein,

L is a leaving group;

A is a nitrogen protecting group; and

the remaining variables are as defined in claim 1;

with a nucleophilic heterocyclic compound; and (ii) converting the resulting compound to a compound of Formula I in claim 1.

76. (Original) The compound of formula I in claim 1, wherein W is wherein V, X, Y, and Z are each independently selected from:

a) $-C_1-C_6$ alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

b) $-C_2-C_6$ alkenyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

c) $-C_2-C_6$ alkynyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

d) aryl;

e) substituted aryl;

f) heteroaryl;

g) substituted heteroaryl;

h) heterocycloalkyl; or

i) substituted heterocycloalkyl;

or in the alternative, V and X, X and Y, or Y and Z are taken together with the carbons to which they are attached to for a cyclic moiety selected from: aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl.

77. (Original) The compound of formula I in claim 1, wherein W is 

wherein X, Y, and Z are each independently selected from:

a) $-C_1-C_6$ alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

b) $-C_2-C_6$ alkenyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

c) $-C_2-C_6$ alkynyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

d) aryl;

e) substituted aryl;

f) heteroaryl;

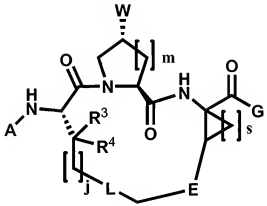
g) substituted heteroaryl;

h) heterocycloalkyl; or

i) substituted heterocycloalkyl;

or in the alternative, Y and Z are taken together with the carbons to which they are attached to for a cyclic moiety selected from: aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl.

78. (New) A compound having the Formula I or a pharmaceutically acceptable salt, ester or prodrug thereof:



wherein:

A is selected from the group consisting of H, - (C=O)-R^2, -(C=O)-O-R^1 , -C(=O)-NH-R^2, -C(=S)-NH-R^2, –$S(O)_2$-R^2, -(C=NR^1)-R^1, and -(C=NR^1)-NH-R^1 ;

G is selected from the group consisting of -OH, -O-(C_1-C_{12} alkyl), -$NHS(O)_2$ -R^1, -(C=O)-R^1, -(C=O)-O-R^1, and –(C=O)-NH-R^1;

L is selected from the group consisting of absent, -S-, -SCH_2-, -SCH_2CH_2-, -$S(O)_2$-, -$S(O)_2CH_2CH_2$-, -S(O)-, -$S(O)CH_2CH_2$-, -O-, -OCH_2-, -OCH_2CH_2-, -(C=O)-CH_2-, -$CH(CH_3)CH_2$-, -$CFHCH_2$-, –CF_2CH_2-, and –CR_x=CR_x- where R_x = H or halogen;

j is 0, 1, 2, 3, or 4;

m is 0, 1, or 2;

s is 0, 1 or 2;

R^1 is selected form the group consisting of H, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, substituted C_3-C_{12} cycloalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, and substituted heterocycloalkyl;

R^2 is selected from the group consisting of H, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, alkylamino, dialkylamino, arylamino, diarylamino, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, and substituted heterocycloalkyl;

R^3 and R^4 are each independently selected from the group consisting of hydrogen, OH, CH_3, CN, SH, halogen, NO_2, NH_2, amide, methoxy, trifluoromethoxy, and trifluoromethyl;

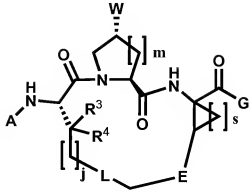
E is selected from –CH=CH- or $-CH_2-CH_2-$; and

W is a substituted or unsubstituted heteroaryl; or a substituted or unsubstituted heterocycloalkyl.

79. (New) A compound according to claim 78, wherein W is selected from: pyrrolidines, pyrazolidines, pyrrolines, tetrahydrothiophenes, dihydrothiophenes, tetrahydrofurans, dihydrofurans, imidazolines, tetrahydroimidazoles, dihydropyrazoles, tetrahydropyrazoles, oxazolines, pyridines, piperidines, dihydropyridines, tetrahydropyridines, dihydropyrans, tetrahydropyrans, dioxanes, piperazines, dihydropyrimidines, tetrahydropyrimidines, perhydro pyrimidine, morpholine, thioxane, thiomorpholine, hexamethyleneimine, hexamethylenesulfide, pyrroles, pyrazoles, tetrazoles, triazoles, imidazoles, porphyrins, furans, thiophenes, oxazoles, oxadiazoles, isoxazoles, thiazoles, thiadiazoles, isothiazoles, adenines, azabenzimidazoles, azaindoles, benzimidazoles, benzotriazole, benzo isothiazoles, benzofurans, benzoisoxazoles, benzooxazoles, benzothiadiazoles, benzothiazoles, benzothienes, benzothiophenes, benzoxazoles, carbazoles, cinnolines, guanines, imidazopyridines, indazoles, indoles, isoindoles, isoquinoline, phthalazines, purines, pyrrolo pyridines, quinazolines, quinolines, quinoxalines, thianaphthenes, and xanthines.

80. (New) A compound having the Formula I or a pharmaceutically acceptable salt, ester or

prodrug thereof:



wherein:

A is selected from the group consisting of H, - (C=O)-R^2, -(C=O)-O-R^1 , -C(=O)-NH-R^2, -C(=S)-NH-R^2, $-S(O)_2-R^2$, -(C=NR^1)-R^1, and -(C=NR^1)-NH-R^1 ;

G is selected from the group consisting of -OH, -O-(C_1-C_{12} alkyl), $-NHS(O)_2$ -R^1, -(C=O)-R^1, -(C=O)-O-R^1, and –(C=O)-NH-R^1;

L is selected from the group consisting of absent, -S-, $-SCH_2-$, $-SCH_2CH_2-$, $-S(O)_2-$, $-S(O)_2CH_2CH_2-$, -S(O)-, $-S(O)CH_2CH_2-$, -O-, $-OCH_2-$, $-OCH_2CH_2-$, -(C=O)-CH_2-, $-CH(CH_3)CH_2-$, $-CFHCH_2-$, $-CF_2CH_2-$, and $-CR_x=CR_x-$ where R_x = H or halogen;

j is 0, 1, 2, 3, or 4;

m is 0, 1, or 2;

s is 0, 1 or 2;

R^1 is selected form the group consisting of H, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, substituted C_3-C_{12} cycloalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, and substituted heterocycloalkyl;

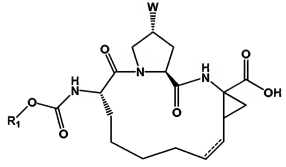
R^2 is selected from the group consisting of H, C_1-C_6 alkyl, C_3-C_{12} cycloalkyl, alkylamino, dialkylamino, arylamino, diarylamino, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, and substituted heterocycloalkyl;

R^3 and R^4 are each independently selected from the group consisting of hydrogen, OH, CH_3, CN, SH, halogen, NO_2, NH_2, amide, methoxy, trifluoromethoxy, and trifluoromethyl;

E is selected from –CH=CH- or $-CH_2-CH_2-$; and

W is selected from the group consisting of: dihydro-benzoimidazol-2-one, dihydro-benzoimidazol-2-thione, dihydro-indol-2-one, indole-2,3-dione, dihydro-benzoimidazol-2-one, quinolin-2-one, quinolin-4-one, quinazolin-2-one, quinazolin-4-one, imidazolidin-2-one, imidazolidine-2-thione, pyrrolidin-2-one, pyrrolidine-2,5-dione, piperidine-2,6-dione, piperidin-2-one, piperazine-2,6-dione, piperazin-2-one, thiomorpholine-1,1-dioxide, pyrazolidin-3-one, and imidazolidine-2,4-dione.

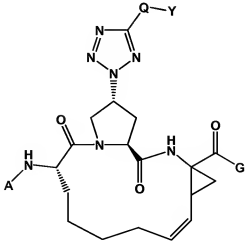
81. (New) A compound according to claim 1, represented by Formula VI:



VI

wherein W is a substituted or unsubstituted heterocyclic ring system selected from tetrazole, triazole, pyrole, pyrazole, imidazole, pyridazinone, benzotriazole, benzimidazole, indazole and indole; R_1 is as previously defined in claim 1.

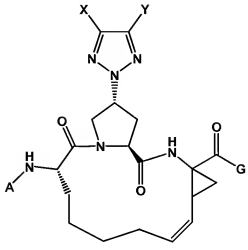
82. (New) A compound according to claim 27, represented by Formula VII:



VII

wherein A, G, Q and Y are as defined in claim 27.

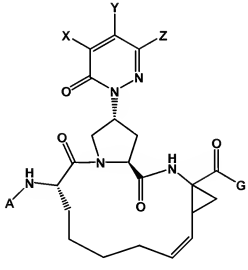
83. (New) A compound according to claim 41, represented by Formula VIII:



VIII

wherein A, G, Q and Y are as defined in claim 41.

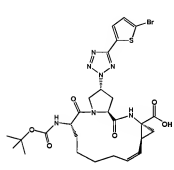
84. (New) A compound according to claim 55, represented by Formula IX:



IX

wherein A, G, X, Y and Z are as defined in claim 55.

85. (New) A compound selected from the group consisting of: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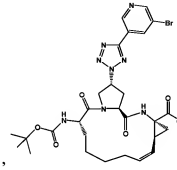
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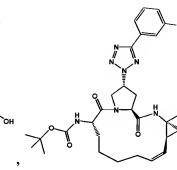
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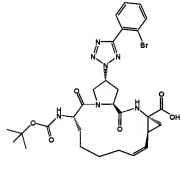
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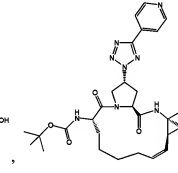
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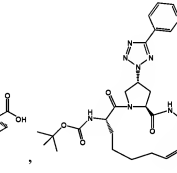
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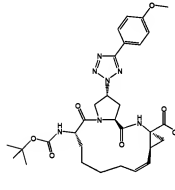
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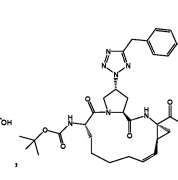
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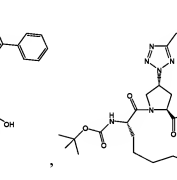
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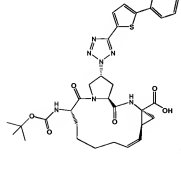
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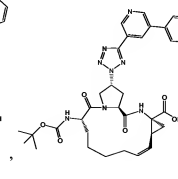
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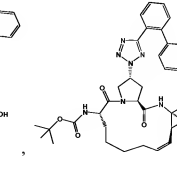
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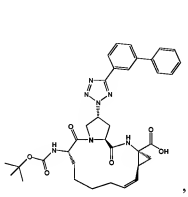
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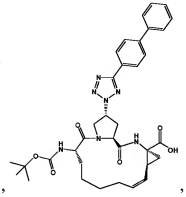
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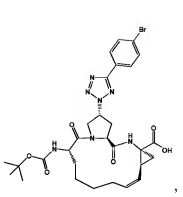
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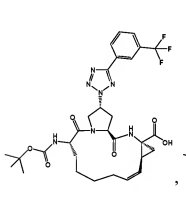
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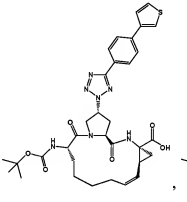
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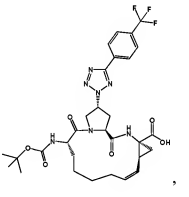
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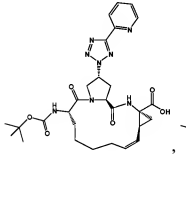
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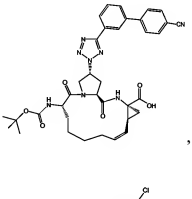
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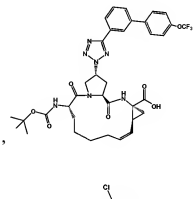
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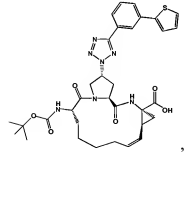
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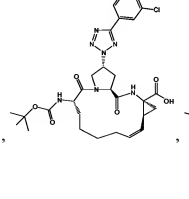
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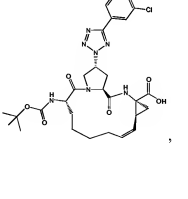
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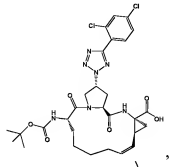
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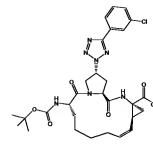
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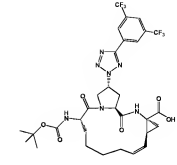
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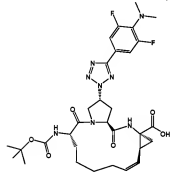
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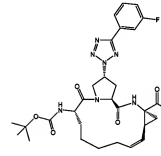
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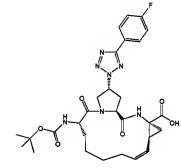
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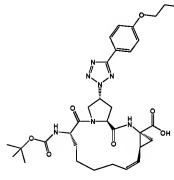
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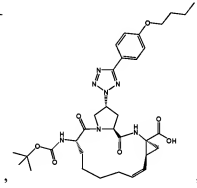
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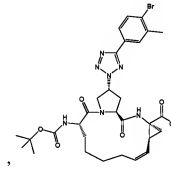
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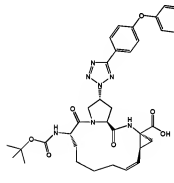
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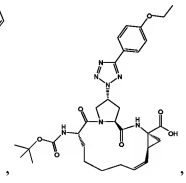
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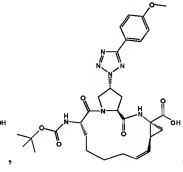
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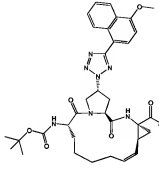
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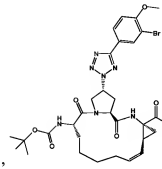
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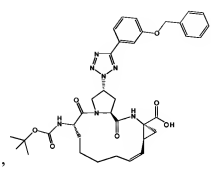
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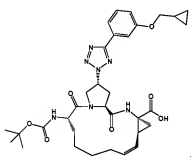
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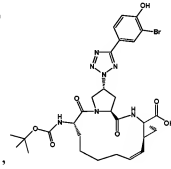
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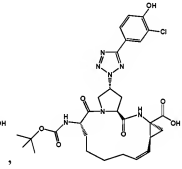
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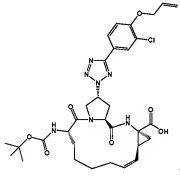
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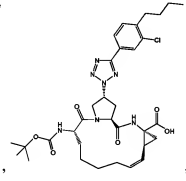
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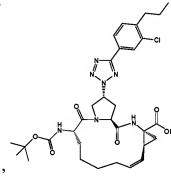
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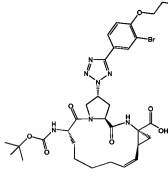
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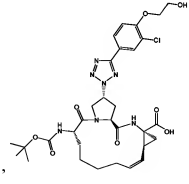
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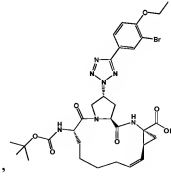
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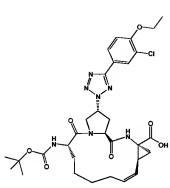
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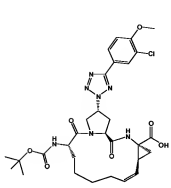
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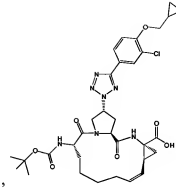
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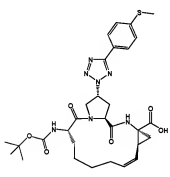
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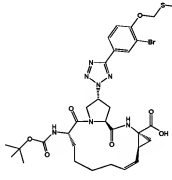
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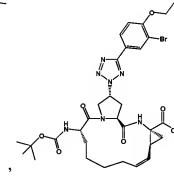
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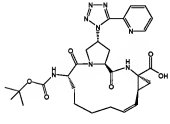
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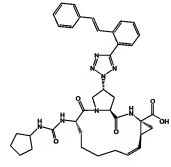
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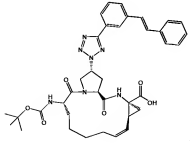
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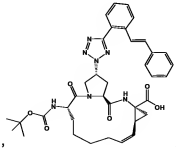
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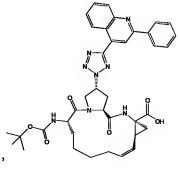
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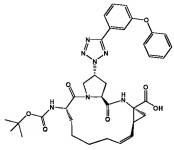
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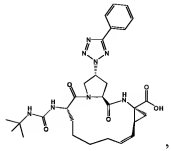
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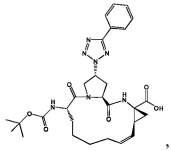
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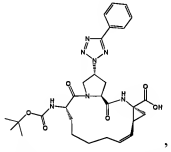
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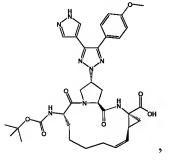
pharmaceutically, acceptable, salts, and, isomers, thereof.

86. (New) A compound selected from the group consisting of: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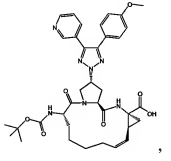
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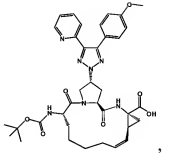
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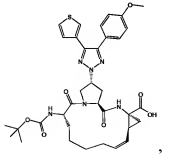
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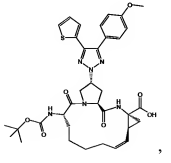
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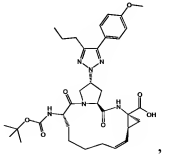
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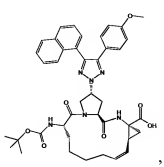
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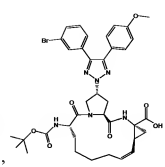
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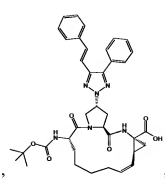
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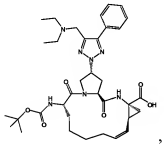
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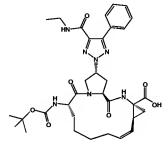
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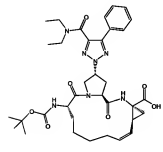
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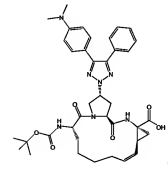
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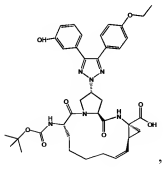
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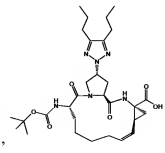
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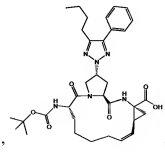
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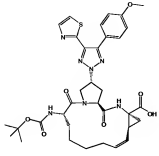
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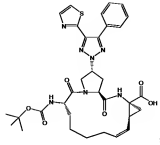
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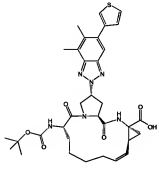
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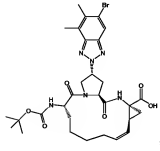
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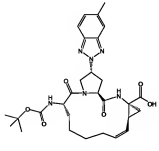
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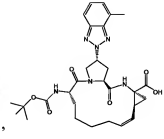
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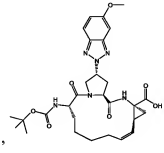
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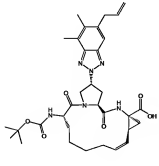
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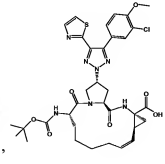
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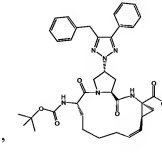
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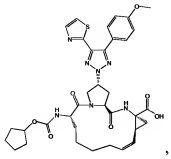
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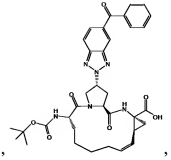
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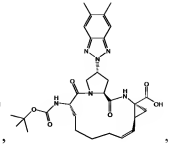
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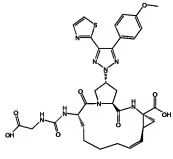
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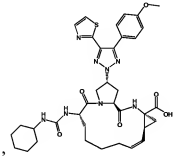
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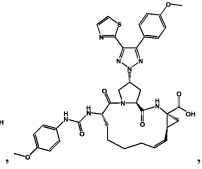
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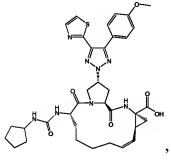
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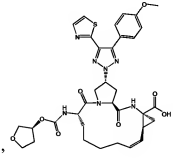
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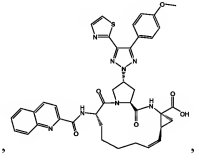
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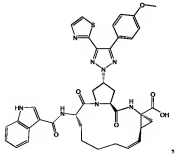
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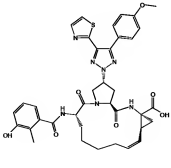
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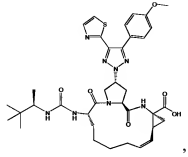
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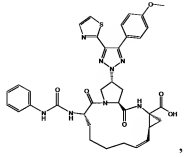
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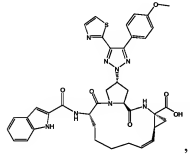
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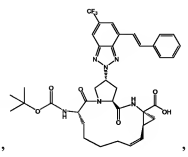
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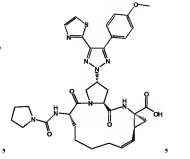
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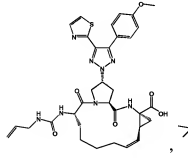
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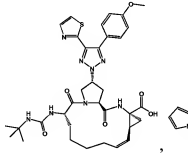
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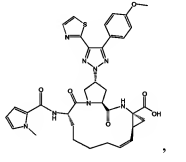
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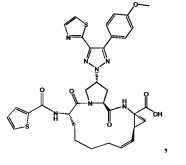
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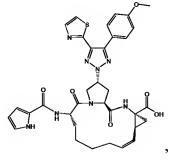
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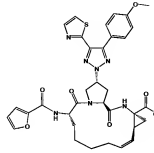
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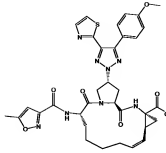
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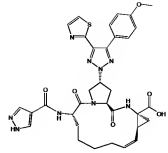
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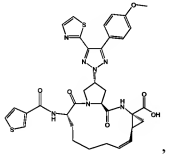
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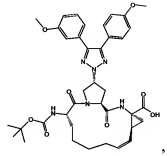
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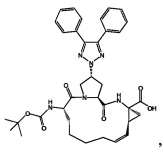
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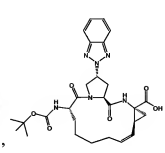
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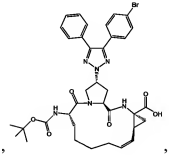
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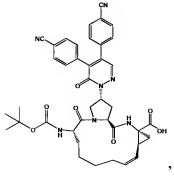
and pharmaceutically acceptable salts and isomers thereof.

87. (New) A compound selected from the group consisting of: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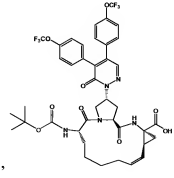
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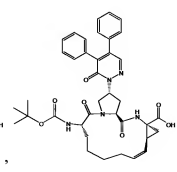
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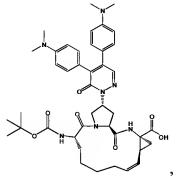
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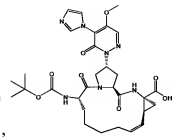
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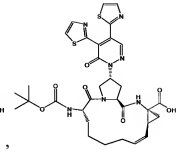
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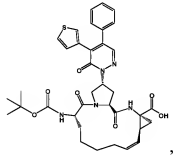
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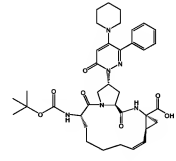
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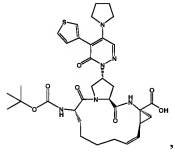
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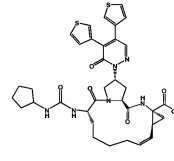
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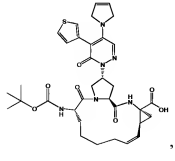
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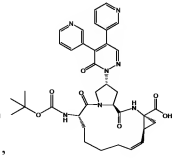
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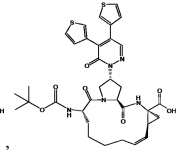
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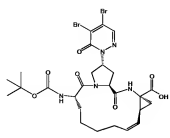
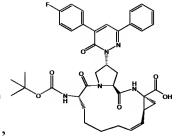

,  , and pharmaceutically acceptable salts and isomers thereof.